

This Filing Statement is a reproduction of the original filed with the Exchange by the Company and is issued for information purposes only. The Exchange has neither approved nor disapproved the information contained therein, nor the material change set out in Item 2 below.

TORONTO STOCK EXCHANGE

OCT 9 1959

FILING STATEMENT No. 363.

ACCEPTED FOR FILING, OCTOBER 1st. 1959.

ACADIA URANIUM MINES LIMITED

Full corporate name of Company

Incorporated under Part XI of Ontario Companies Act by Letters Patent dated November 11, 1942. Supplementary Letters Patent dated December 21, 1948,

Particulars of incorporation (e.g., incorporated under Part IV of The Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957)

December 20, 1949 and September 16, 1955 changed name and varied capitalization.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Head office address and any other office address.	1409 Yonge Street, Toronto, Ontario.															
2. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	a) Underwriting and options set out in paragraph 7; b) Purchase of new property as set out in Schedule "A" on page 2. c) Change of officers and directors.															
3. Names, addresses and chief occupations for the past five years of officers and directors.	RICHARD CHARLES WILFRED MAURON, 243 Lonsdale Road, Toronto, Ontario, President and Director, has been an officer and Director of Swiss Chalet Bar-B-Q Limited and associated companies for more than the past 5 years. GILBERT BRESLIN, 73 Acton Avenue, Downsview, Ontario, Vice-President and Director, has been the President of Breslin Machinery Company, importers and distributors of heavy machinery, for more than the past 5 years. GEORGE BERNARD SUKORNYK, 57 Lacewood Crescent, Don Mills, Ontario, Secretary-Treasurer and Director, has been a solicitor, self-employed for the last 3 years, prior thereto he was employed in the legal department of Imperial Oil Limited.															
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital is 5,000,000 shares with par value of \$1.00 each, of which 3,700,000 shares are currently issued and outstanding.															
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding or proposed to be issued.	None															
6. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>Arthur Russell Lee,</td><td>54 Tamarec Ave., Long Branch, Ontario</td><td>- 270,000 shares</td></tr><tr><td>Newling & Co.</td><td>80 Richmond St. W., Toronto, Ontario</td><td>- 245,246 shares</td></tr><tr><td>Jack Purcell & Co.,</td><td>186 Bay Street, Toronto, Ontario</td><td>- 217,350 shares</td></tr><tr><td>Rittenhouse & Co.,</td><td>266 Bay Street, Toronto, Ontario</td><td>- 89,450 shares</td></tr><tr><td>Doherty Roadhouse & Co</td><td>335 Bay Street, Toronto, Ontario</td><td>- 83,932 shares</td></tr></table> <p>The Company has no knowledge as to beneficial owners of the above shares, save that Bon-Ell Investments Limited, Suite 1108, 25 Adelaide Street West, Toronto, is the beneficial owner of 270,000 escrowed shares and 237,000 free shares.</p>	Arthur Russell Lee,	54 Tamarec Ave., Long Branch, Ontario	- 270,000 shares	Newling & Co.	80 Richmond St. W., Toronto, Ontario	- 245,246 shares	Jack Purcell & Co.,	186 Bay Street, Toronto, Ontario	- 217,350 shares	Rittenhouse & Co.,	266 Bay Street, Toronto, Ontario	- 89,450 shares	Doherty Roadhouse & Co	335 Bay Street, Toronto, Ontario	- 83,932 shares
Arthur Russell Lee,	54 Tamarec Ave., Long Branch, Ontario	- 270,000 shares														
Newling & Co.	80 Richmond St. W., Toronto, Ontario	- 245,246 shares														
Jack Purcell & Co.,	186 Bay Street, Toronto, Ontario	- 217,350 shares														
Rittenhouse & Co.,	266 Bay Street, Toronto, Ontario	- 89,450 shares														
Doherty Roadhouse & Co	335 Bay Street, Toronto, Ontario	- 83,932 shares														
7. Details of any treasury shares now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>By an agreement dated September 28th, 1959, E. H. Pooler & Co. Limited (acting on behalf of a client) agreed firmly to purchase 200,000 shares of the Company at 15 cents per share payable forthwith upon acceptance for filing by the Toronto Stock Exchange of this filing statement (herein called the "effective date") and was granted options to purchase all or any part of 800,000 additional shares at the prices and within the times from the effective date set out below:</p> <table><tr><td>No. of Shares</td><td>Price per share</td><td>Time within which exercisable</td></tr><tr><td>200,000</td><td>15¢</td><td>3 months</td></tr><tr><td>200,000</td><td>20¢</td><td>6 months</td></tr><tr><td>200,000</td><td>25¢</td><td>9 months</td></tr><tr><td>200,000</td><td>30¢</td><td>12 months</td></tr></table>	No. of Shares	Price per share	Time within which exercisable	200,000	15¢	3 months	200,000	20¢	6 months	200,000	25¢	9 months	200,000	30¢	12 months
No. of Shares	Price per share	Time within which exercisable														
200,000	15¢	3 months														
200,000	20¢	6 months														
200,000	25¢	9 months														
200,000	30¢	12 months														
8. Names and addresses of persons having any interest, direct or indirect, in underwritten or optioned shares or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	E. H. Pooler & Co. Limited entered into the aforesaid agreement on behalf of its client, Bon-Ell Investments Limited, Suite 1108, 25 Adelaide Street West, Toronto, Ontario. No assignments are contemplated. The only persons having a greater than 5% interest in the capital of Bon-Ell Investments Limited are George Bernard Sukornyk, 57 Lacewood Crescent, Don Mills, Ontario, Gilbert Breslin, 73 Acton Avenue, Downsview, Ontario, Andrew John Martin, 11 Lansdowne Ave. Toronto, Ontario and Richard Charles Wilfred Mauron, 243 Lonsdale Road, Toronto, Ontario.															
9. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	270,000 shares are held in escrow by the Company's Registrar and Transfer Agent, Guaranty Trust Company of Canada, subject to release only upon the written consent of the Toronto Stock Exchange															
10. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Bon-Ell Investments Limited, Suite 1108, 25 Adelaide Street West, Toronto, is the beneficial owners of the aforesaid escrowed shares.															

SCHEDULE "A"

By an agreement dated September 28th, 1959, made between the Company as Purchaser and Arthur T. Kalmusky, 2454 Kingston Road, Toronto, Ontario as Vendor, the Company agreed (subject to the approval of The Toronto Stock Exchange) to purchase a group of 25 mining claims in Obalski and Queylus Townships, in the Chibougamau area of Quebec, for a consideration of the allotment and issue to the Vendor of 300,000 fully paid and non-assessable shares of the Company, of which 30,000 shares are to be free shares and 270,000 shares are to be held in escrow at the pleasure of The Toronto Stock Exchange.

The location, means of access to and known history of the property are described in the report of L.G. Phelan, Consulting Geologist, dated September 25th, 1959 and reproduced herein.

FINANCIAL STATEMENTS

ACADIA URANIUM MINES LIMITED

(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET AS AT SEPTEMBER 29, 1959

A S S E T S

CURRENT ASSETS

Cash in Bank \$27,297.27

INVESTMENTS

Marketable Securities (79,300 Shares
Maybrun Mines Limited, Market \$10,309.00) \$ 11,895.00
Investment in subsidiary Company,
at nominal value (See foot note) 1.00 11,896.00

FIXED ASSETS

Mineral claims in Northwest Territories,
at nominal value 1.00

DEFERRED EXPENDITURES

Recapitalization expenses 1,385.00

TOTAL ASSETS \$40,579.27

C A P I T A L A N D D E F I C I T

CAPITAL

Authorized

5,000,000 Shares, Par Value \$1.00 Each

Issued and Fully Paid

3,700,000 Shares \$3,700,000.00

Less: Discount (Reduced by premium
of \$51,685.88) 2,182,814.12

\$1,517,185.88

DEFICIT (Per Statement) 1,476,606.61 40,579.27

\$40,579.27

NOTE: The subsidiary company has been inactive for a number of years and has no assets.

Approved on Behalf of the Board:

"R.C.W. Maun" Director

"G.B. Sukornyk" Director

ACADIA URANIUM MINES LIMITED

STATEMENT OF DEFICIT

FOR PERIOD JULY 1, 1959, TO SEPTEMBER 29, 1959

Balance - June 30, 1959	\$1,480,701.95
Add: General and Administrative Expenses incurred during period (Including Directors' Fees of \$150.00)	450.00
	<u>\$1,481,151.95</u>
Less: Profit on sale of Investments	<u>4,545.34</u>
BALANCE - SEPTEMBER 29, 1959	<u>\$1,476,606.61</u>

ACADIA URANIUM MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR PERIOD JULY 1, 1959, TO SEPTEMBER 29, 1959

Funds were provided as follows:

Profit on sale of investments \$ 4,545.34

Funds were applied as follows:

Payment of Administration Expense 450.00

Increase in excess of current assets over current liabilities during period July 1, 1959, to September 29, 1959. \$ 4,095.34

September 29, 1959

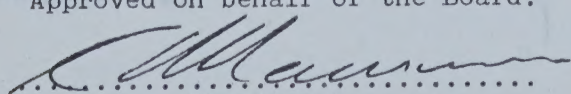
Current Assets (Including Investments)	\$39,193.27	
Current Liabilities	<u>--</u>	\$39,193.27

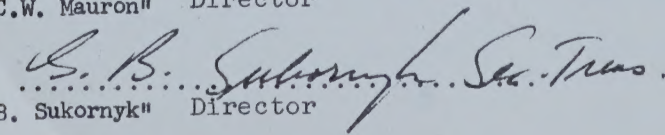
June 30, 1959

Current Assets (Including Investments)	\$35,297.93	
Current Liabilities	<u>200.00</u>	<u>35,097.93</u>

Increase in excess of current assets over current liabilities during period July 1, 1959, to September 29, 1959. \$ 4,095.34

Approved on behalf of the Board.


"R.C.W. Mauron" Director


"G.B. Sukornyk" Director

ENGINEER'S REPORTS

Note - The following are excerpts from a Report by L.G. Phelan, M.A.Sc., P. Eng. Consulting Geologist, dated September 25th. 1959, on the Acadia Uranium Mines Limited claims located in the Chibougamau Area, Quebec. A complete copy of the report is on file with the Toronto Stock Exchange.

CONCLUSIONS

Geological conditions on the Acadia Uranium property closely parallel those under which all of the important copper deposits of Chibougamau have been found. The property is underlain by a roll in the anorthosite-gabbro sill and is traversed by the regional Tache Lake Fault. Interesting copper occurrences are known in the immediate vicinity. It is considered that an exploration program is well warranted.

RECOMMENDATIONS

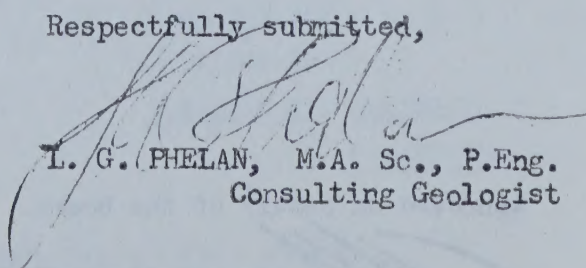
Heavy overburden and water preclude direct surface prospecting; geophysical methods are the most applicable initial step in exploring the property.

It is recommended that a ground magnetometer survey be carried out to gain more precise information on geological boundaries, etc. and that an electromagnetic survey be performed to locate conductive zones which may be copper-bearing. Close spacing of survey lines and stations is recommended because of the characteristically irregular nature of the orebodies of the area.

Cost of the above work would be \$5,000. to \$6,000. Follow-up drilling or other more advanced exploration would be contingent on results obtained.

Since some of the more interesting claims lie under water, exploration from surface can only be carried out during the winter months. It is recommended that work on the water claims be started as early as possible in order that results can be investigated before spring break-up.

Respectfully submitted,

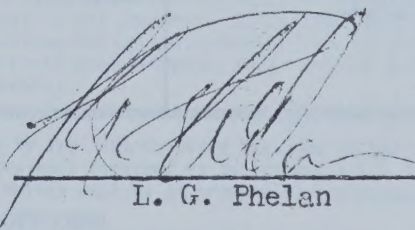

L. G. PHELAN, M.A. Sc., P.Eng.
Consulting Geologist

TORONTO, Ontario.
25 September, 1959.

CERTIFICATE OF QUALIFICATION

I, Leo Gerard Phelan, do hereby certify that:

1. I am a practising consulting geologist with offices at 80 Richmond St., West, Toronto.
2. I am a graduate of the University of Toronto and have been granted the degrees of Bachelor of Applied Science and Master of Applied Science in geology.
3. I am a member of the Association of Professional Engineers of Ontario, a member of the Canadian Institute of Mining and Metallurgy and a fellow of the Geological Association of Canada.
4. I have no interest direct or indirect in the properties or securities of Acadia Uranium Mines Limited, nor do I expect to receive any such interest whatsoever.
5. Information in the attached report on the Acadia Uranium Mines Limited property is based on extensive personal experience in the Chibougamau area including supervision of work on the adjoining property up to the spring of 1959, and on publications of the Geological Survey of Canada and Quebec Department of Mines.


L. G. Phelan

TORONTO, Ontario
25 September, 1959.

11. Brief statement of company's chief development work during past year.	The Company has been inactive during the past year.
12. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to explore and develop its Chibougamau property in accordance with the recommendations of L. G. Phelan, Consulting Geologist whose report dated September 25, 1959, copy of which is on file with the Exchange.
13. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	79,300 shares of Maybrun Mines Limited: Book Value- \$ 11,895.00; market value - \$10,309.00
14. Brief statement of any lawsuits pending or in process against company or its properties.	None
15. Names and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Reference is made to the shareholdings indicated in paragraph 6 hereof; and, in the event of proxy solicitation, it might be said that management, in conjunction with Bon-Ell Investments Limited, is in a position to control the Company
16. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
17. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	See schedule "A" on page 2.
18. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	So far as the signatories hereto are aware no person has received or is to receive a greater than 5% interest in the consideration to be received by the Vendor.
19. Statement of any other material facts and if none, so state.	None

DATED September 29th, 1959.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"R.C.W. Mauron"

"G.B. Sukornyk"

[Signature] *[Signature]*
CORPORATE SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"E.H. Pooler"

"E.R. Pooler"

E. H. POOLER & CO. LIMITED

PRESIDENT

SECRETARY

AR85

TORONTO STOCK EXCHANGE

NOV 30 1961

AMENDING FILING STATEMENT No. 55.
FILED, NOVEMBER 20th. 1961.

ACADIA URANIUM MINES LIMITED
Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 639 dated October 17, 1961

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	Underwriting and Option Agreement on 650,000 shares of the Capital Stock of the Company.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>By Agreement dated the 18th day of November, 1961, Davidson & Company, a Member of the Toronto Stock Exchange, on behalf of a Client, underwrote (subject to acceptance by the Toronto Stock Exchange), 350,000 shares at 15¢ per share and 100,000 shares at 20¢ payable forthwith and has been granted an option on 200,000 additional shares as follows:</p> <p>100,000 shares at 20¢ per share within three months from the date of acceptance.</p> <p>100,000 shares at 25¢ per share within six months from the date of acceptance.</p> <p>By further Agreement, dated the 18th day of November, 1961, Davidson & Company, acting on behalf of a Client, Lingside Copper Mining Company Limited, Room 1101, 62 Richmond Street, West, Toronto, Ontario, agreed to sub-underwrite the 100,000 shares underwritten at 20¢ per share as set out above payable forthwith upon acceptance by the Toronto Stock Exchange, and in consideration of the said firm purchase granted to the said Lingside Copper Mining Company Limited, a sub-option on 50,000 shares at 25¢ per share within six months from the date of acceptance.</p>
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	<p>The Company is not aware of any persons having an interest, direct or indirect, in the underwritten or optioned shares except the Underwriter's Client, Territory Mining Company Limited, Room 1101, 62 Richmond Street, West, Toronto, Ontario, and the sub-underwriter, sub-optionee, Lingside Copper Mining Company Limited, Room 1101, 62 Richmond Street, West, Toronto, Ontario.</p> <p>(Frederick T. Pearce, the President of the Company, is also President of Territory Mining Company Limited, the Client of Davidson & Company, and Lingside Copper Mining Company Limited, the sub-underwriter and sub-optionee).</p>
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The proceeds of the sale of the Treasury shares are to be used:</p> <p>(a) To the extent of a minimum of \$11,640.00 in the exploration of the Bufresnoy Township mining claims, consisting of an E.M. Survey and 2,000' of diamond drilling under the direction of Theodore Koulomzine, P. Eng., and,</p> <p>(b) The balance will accrue to the Treasury of the Company.</p> <p>In the event that the Company's engineer recommends further mining development, the balance of the proceeds of the shares so underwritten and any proceeds received from the exercise of all, or any part, of the options referred to in Paragraph 6 hereof, shall be available to carry out the said recommendations of the engineer. No portion of the funds received from the above underwriting and option agreement will be used for any other purpose, other than General Administration Costs without the filing of a further Filing Statement.</p>
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	Upon acceptance for filing by the Toronto Stock Exchange of the underwriting and option agreement referred to in Paragraph 6, above, the shares of the Company will be in primary distribution.
Statement of any other material facts and if none, so state.	There are no other material facts.

DATED November 21st, 1961

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"F.T. Pearce"
"J.C. Labett"

ACADIA URANIUM MINES LIMITED
CORPORATE SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DAVIDSON & COMPANY
"J.C. Labett"

AR85

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT No.78.
FILED, MARCH 15th. 1962.

ACADIA URANIUM MINES LIMITED
Full corporate name of Company

MAR 23 1962

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 639 dated October 17th, 1961.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	Termination of option to purchase 19 unpatented mining claims in the Twp. of Dufresnoy, P.Q.; resignation of director and election of new director; acquisition of loan payable by Beatrice Red Lake Gold Mines Limited; termination of underwriting and option agreement by Davidson & Company.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	On February 8, 1962 John Charles Labett resigned as an officer and director of the Company and William D. Pearce, 758 Berri Street, Montreal was elected as director and appointed as Vice-President of the Company.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital 5,000,000 shares of a par value of \$1 each; issued and outstanding 4,800,000 shares.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Underwriting and option agreement by Davidson & Company has been terminated. See Schedule A on page 2.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company has terminated its options to purchase 19 unpatented mining claims in the Township of Dufresnoy. See Schedule B on page 2.
10. Brief statement of company's chief development work during past year.	The Company carried out exploration and development on the Company's mining property in Dufresnoy Township, P.Q. See Schedule B.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	675,000 shares of the capital stock of the Company are held in escrow with the Guaranty Trust Company of Canada, the Company's Registrar and Transfer Agent, subject to release only upon the written consent of the Toronto Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	In addition to Lake Otter Uranium Mines Limited, Pitt Gold Mining Company Limited and Fontana Mines (1945) Limited, referred to in Filing Statement No. 639, Mr. Joe Silvestri Prospector, Noranda, P.Q., owns 135,000 escrowed shares.
Statement of any other material facts and if none, so state.	The Company has received an assignment of a loan payable by Beatrice Red Lake Gold Mines Limited to Cable Mines and Oils Limited in the amount of \$28,000. See Schedule C on page 3.

DATED March 12/62

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"F.T. Pearce"

"M.C. Johnston"

CORPORATE SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

SCHEDULE A

The Company has been advised by Davidson & Company, the underwriter-Optionee, acting on behalf of Clients, namely, Territory Mining Company Limited, Room 1101, 62 Richmond Street West, Toronto, Ontario, and Lingside Copper Mining Company Limited, Room 1101, 62 Richmond Street West, Toronto, Ontario, that they will not exercise any of the options under the Underwriting Option Agreement, dated the 18th day of November, 1961, details of which appear in Amending Filing Statement No. 55, dated November 21, 1961.

SCHEDULE B

The Company has terminated its option to purchase 19 Unpatented Mining Claims situated in the Township of Dufresnoy, Province of Quebec from one Joe Silvestri, Prospector, Noranda, Province of Quebec.

Pursuant to the terms and conditions contained in the Option Agreement, dated 11th of October, 1961, and Amended October 24th, 1961, the Company paid to the said Joe Silvestri, by way of down payment \$6,500.00 in cash, and allotted and issued 150,000 shares of the Capital Stock of the Company to be held in escrow by the Guaranty Trust Company, Toronto, the Company's Registrar and Transfer Agent, subject to release only on the written consent of the Toronto Stock Exchange. A further sum of \$7,500.00 was to be paid on or before February 12th, 1962, in order to keep the option to purchase in good standing.

To the date of this Amending Filing Statement, the Company has spent \$13,000.00 on the exploration and development of the said property, and there is a further sum of approximately \$5,000.00 due and owing representing the balance of monies owing on diamond drilling and engineering fees.

The exploration and development work consisted of an Electromagnetic Survey and Eight diamond drill holes aggregating approximately 6,000' of diamond drilling. The results obtained from this work were negligible, with no indications of commercial ore bodies. The Board of Directors of the Company, with a view to conserving the assets of the Company, and as a result of the failure of the exploration and development programme to indicate any mineralization of any importance, decided to terminate the option.

SCHEDULE C

On October 13, 1961, Cable Mines and Oils Limited, Room 1101, 62 Richmond Street West, Toronto, Ontario, (hereinafter called "Cable") advanced by way of loan to Beatrice Red Lake Gold Mines Limited, Room 1101, 62 Richmond Street West, Toronto, Ontario (hereinafter called "Beatrice"), both companies being associate companies of Acadia Uranium Mines Limited (hereinafter called "Acadia"), the sum of \$28,000. The said loan was made to assist Beatrice in providing interim financing by way of a loan of \$50,000 to Interprovincial Dredging Company Limited (hereinafter called "Interprovincial"), a company being acquired by Beatrice. Interprovincial is a private company incorporated under the laws of the Province of Quebec and producing various grades of sand from the bed of the Ottawa River.

Beatrice has received from Interprovincial as security for its loan of \$50,000. a chattel mortgage in the amount of \$50,000. on equipment owned by Interprovincial together with the personal guarantees of F. Dominique Trottier and Joshua John Klein.

On February 16, 1962 Cable assigned to Acadia the benefit of its loan to Beatrice.

Acadia will receive as security for its loan of \$28,000. an assignment of a portion of the chattel mortgage above referred to together with the personal guarantee of Frederick T. Pearce, the President of Beatrice.

Acadia will also receive by way of bonus 5,000 shares of Beatrice following the acquisition by Beatrice of all the outstanding shares of Interprovincial. At the time of the said acquisition of all the outstanding shares in the capital of Interprovincial as aforesaid the authorized capital of Beatrice will consist of 3,000,000 shares without par value and the bonus payable to Acadia of 5,000 shares of Beatrice above referred to shall consist of such shares.

In addition Acadia shall have the privilege of having the loan of \$28,000. repaid in cash or by the allotment and issuance to Acadia as fully paid and non-assessable of 112,000 shares in the capital of Beatrice. Alternatively, Beatrice may require such subscription.

The Company has on hand cash in the bank \$17,018.24, together with investments and marketable securities of approximately \$62,000., as of the date of this Amending Filing Statement.

The balance of the funds of the Company will not be used for any other purpose, other than general administration costs, without the filing of a further Filing Statement.

ACADIA URANIUM MINES LIMITED

SOURCE AND APPLICATION OF FUNDS

From October 1, 1961, to February 28, 1962.

SOURCE:

Bank Balance, October 1, 1961	\$ 4,882.98
Revenue	609.00
Loans Repaid	2,000.00
Sale of Capital Stock	72,500.00
Sale of Securities	70,448.78
	<hr/>
	<u>\$ 150,440.76</u>

APPLICATION:

Administration Expense	\$10,704.47
Diamond drilling	14,855.30
Surveys	3,949.95
Purchase of Securities	59,132.50
Investments- 100 Bell Telephone	5,740.00
Mining Claims	6,500.00
Repayment Loan	28,000.00
Bank Balance, February 28, 1962	21,558.54
	<hr/>
	<u>\$ 150,440.76</u>

Memo: Re Trans Canada Corporation Fund

Bought	10,000 shares	\$ 78,000.00	
Sold	9,750 "		\$ 79,426.75

LONG

250 Shares.

DIRECTOR

DIRECTOR

BEATRICE RED LAKE GOLD MINES LIMITED

BALANCE SHEET AS AT DECEMBER 31, 1961.

<u>ASSETS</u>		
Cash on deposit		\$ 1,190.28
Loan to Interprovincial Dredging Company Limited		50,000.00
Investment in shares - at cost		5,000.00
Duchess Red Lake Mines Limited		
45,000 shares escrowed		
5,000 shares free		
Patented Mining Claims & Licenses of		
Occupation in Red Lake Area		
- at net cost		116,608.53
Exploration & Administration Costs	\$ 59,255.60	
Organization Expense	1,910.40	61,166.00
		<u>\$ 233,964.81</u>

<u>LIABILITIES</u>		
Accounts Payable		\$ 717.40
Loans from Other Companies		
Cable Mines & Oils Limited	\$ 28,000.00	
Lake Otter Uranium Mines Limited	22,000.00	50,000.00

<u>CAPITAL STOCK</u>			
Par Value \$1.00 each			
Authorized			
Issued	Shares	Discount	Net
For Properties	1,200,000	\$1,080,000.00	\$120,000.00
For Cash	1,570,007	1,354,890.00	215,117.00
	<u>2,770,007</u>	<u>\$2,434,890.00</u>	<u>\$335,117.00</u>

	<u>DEFICIT ACCOUNT</u>	151,869.59	183,247.41
			<u>\$233,964.81</u>

See Notes to Balance Sheet

Approved on Behalf of the Board:

"F. T. PEARCE"
Director

"M. C. JOHNSTON"
Director

BEATRICE RED LAKE GOLD MINES LIMITED

NOTES TO BALANCE SHEET - DECEMBER 31, 1961.

1. Re Interprovincial Dredging Company Limited

Under agreements dated October 12, 1961 with this Company and others Beatrice Red Lake Gold Mines Limited agreed to the following:

- A. To loan to Interprovincial \$50,000.00 with interest at 6% secured by personal guarantees and a chattel mortgage on certain of the personal property of Interprovincial, the loan being payable one hundred and eighty days after demand. This loan was made before December 31, 1961.
- B. All of the shareholders of Interprovincial have agreed with Beatrice to exchange all of the issued and outstanding shares of Interprovincial represented by 40 common shares of that Company for 1,000,000 shares of a re-organized capital structure of Beatrice as hereinafter set forth.
- C. Subject to approval of the shareholders, Beatrice has undertaken to make an application for Supplementary Letters Patent reducing the presently authorized capital of the Company from 3,000,000 shares with a par value of \$1.00 to 600,000 shares with a par value of \$1.00 or without par value and subsequently to increase the capital by the creation of 2,400,000 additional shares with a par value of \$1.00 or without par value to rank pari passu with the ten existing 600,000 shares so that the Company as recapitalized shall have an authorized capital of 3,000,000 shares.
- D. The matters under Note 1B and 1C were to be completed by January 15, 1962 but by agreement dated February 21, 1962, the time has been extended to April 16, 1962.
- E. The agreement of February 21, 1962 amends the condition of the loan referred to in Note 1A as follows:
 In the event that the transactions contemplated by the agreements aforementioned are duly completed, then the amount of \$50,000.00 loaned to Interprovincial shall be acknowledged as paid in full and all security for the loan shall be cancelled.
- F. The agreement of February 21, 1962 further agrees that the name of Beatrice will be changed to Interprovincial prior to or upon the closing of transactions covered by previous agreements and all property and assets of every kind become the property of Beatrice either by purchase or conveyance to Beatrice upon the surrender of charter or winding up of Interprovincial with the assumption by Beatrice of the liabilities of Interprovincial, subject to the consent of any secured creditors of Interprovincial.
- G. All of the matters are subject to the approval of the shareholders, the Ontario Securities Commission, the Quebec Securities Commission and the Canadian Stock Exchange as required.

BEATRICE RED LAKE GOLD MINES LIMITED
NOTES TO BALANCE SHEET - DECEMBER 31, 1961.

2. Re Loans from Other Companies

A.	Cable Mines & Oils Limited	\$ 28,000.00
	For six months at 6%	
	now assigned to Acadia Uranium Mines Limited	
B.	Lake Otter Uranium Mines Limited	\$ 22,000.00
	For six months at 6%	
	Both these loans are repayable in cash	
	or by the issuance of shares in the	
	reorganized Company at 25 cents	
	per share.	

3. Details of net cost of patented mining claims and licenses of occupation are as follows:

Purchase of claims for 1,200,000 shares at a nominal value of ten cents per share placed thereon by the directors	\$ 120,000.00
Additional consideration - assumption of certain liabilities	4,108.53
	<u>\$ 124,108.53</u>
Sale of four claims to Duchesne Red Lake Mines Limited for 50,000 shares of that Company value at \$ 5,000.00 and cash	<u>2,500.00</u>
	<u>\$ 7,500.00</u>
<u>Net Cost of Claims held</u>	<u>\$ 116,608.53</u>

BEATRICE RED LAKE GOLD MINES LIMITED
STATEMENT OF DEFERRED DEVELOPMENT & ADMINISTRATIVE COSTS
DECEMBER 31, 1961.

	<u>Dec. 31, 1961</u>	<u>During 1961</u>	<u>Dec. 31, 1961</u>	
<u>Development</u>				
Diamond drilling	\$ 20,329.07		\$ 20,329.07	
Engineers fees & expense	5,242.76		5,242.76	
Wages	2,318.28		2,318.28	
Travel & transportation	1,608.87		1,608.87	
Board & Van	652.52		652.52	
Samples & assays	575.09		575.09	
Miscellaneous	749.43		749.43	
Supplies	95.86		95.86	
	<u>\$ 31,571.88</u>		<u>\$ 31,571.88</u>	31,571.88
<u>Administrative</u>				
Transfer agents fees & expense	\$ 7,155.22	\$ (2,354.45)	4,800.77	
Legal fees & disbursements	7,635.20	(484.87)	7,150.33	
Taxes & fees	4,762.97	(199.27)	4,962.24	
Accounting & audit fees	2,923.00	(45.00)	2,968.00	
Printing & stationery	2,306.42	(127.36)	2,179.06	
Office Services	2,125.00	(125.00)	2,000.00	
Share issue expense	1,239.38		1,239.38	
Officers salaries	1,150.00	(1,000.00)	150.00	
Directors fees	1,100.00	(125.00)	975.00	
Miscellaneous & rent	1,491.78	(232.84)	1,258.94	
	<u>\$ 31,888.97</u>	<u>\$ (4,205.25)</u>	<u>27,683.72</u>	27,683.72
Total Deferred Exploration & Administrative Costs to December 31, 1961				<u>\$ 59,255.60</u>
<u>Reconciliation Administrative Expense 1961</u>				
Liability to Directors & Officers forgiven		\$ 1,407.25		
Charges cancelled		262.90		
Liabilities settled by Director		2,839.32		
		<u>\$ 4,509.47</u>		
Expenditures for 1961			304.22	
<u>Net Credit</u>		<u>\$ 4,205.25</u>		